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Counsel to the Debtors and
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - X

**ORDER GRANTING SECOND INTERIM AND FINAL APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
ROTHSCHILD INC., AS FINANCIAL ADVISOR AND
INVESTMENT BANKER TO THE DEBTORS FOR THE PERIOD FROM_
NOVEMBER 10, 2008 THROUGH MAY 19, 2009**

Upon consideration of the Second Interim and Final
Application for Compensation and Reimbursement of Expenses
of Rothschild Inc., as financial advisors and investment
banker to the Debtors, for the period from November 10, 2008

through May 19, 2009 (the "Application"); and the Court having reviewed the Application and the Court having determined that the relief requested in the Application is necessary and appropriate; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Application is both fair and reasonable.

2. The Application is hereby approved in its entirety, and compensation for the Application Period in the total amount of \$3,054,794.68 is hereby approved, and the Debtors are hereby authorized and directed to pay the unpaid portion of such compensation.

3. The reimbursement of expenses for the Application Period in the total amount of \$103,034.43 is hereby approved, and the Debtors are hereby authorized and directed to pay any unpaid portion of such reimbursements.

4. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley _____

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